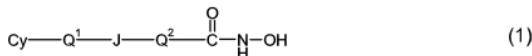


AMENDMENTS TO THE CLAIMS:

Please amend the claims as follows:

Claim 1-61. (Canceled)

62. (Previously Presented) A compound of the formula:



wherein:

J is a linking functional group and is independently:

-C(=O)- or -O-C(=O)- or -C(=O)-O-;

Cy is a cyclyl group and is independently:

C₃₋₂₀carbocyclyl, C₃₋₂₀heterocyclyl, or C₅₋₂₀aryl;

and is optionally substituted;

Q¹ is a cyclyl leader group, and is independently a divalent bidentate group obtained by removing two hydrogen atoms from a ring carbon atom of a saturated monocyclic hydrocarbon having from 4 to 7 ring atoms, or by removing two hydrogen atoms from a ring carbon atom of saturated monocyclic heterocyclic compound having

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from 4 to 7 ring atoms including 1 nitrogen ring atom or 1 oxygen ring atom; and is optionally substituted;

If J is $-\text{O}-\text{C}(=\text{O})-$ or $\text{C}(=\text{O})-\text{O}-$, then:

Q^2 is an acid leader group, and is independently:

C_{1-8} alkylene;

and is optionally substituted;

or:

Q^2 is an acid leader group, and is independently:

C_{5-20} arylene;

C_{5-20} arylene- C_{1-7} alkylene;

C_{1-7} alkylene- C_{5-20} arylene; or,

C_{1-7} alkylene- C_{5-20} arylene- C_{1-7} alkylene;

and is optionally substituted;

if J is $-\text{C}(=\text{O})-$, then:

Q^2 is an acid leader group, and is independently:

C_{5-20} arylene;

C_{5-20} arylene- C_{1-7} alkylene;
 C_{1-7} alkylene- C_{5-20} arylene; or,
 C_{1-7} alkylene- C_{5-20} arylene- C_{1-7} alkylene;
and is optionally substituted;

and pharmaceutically acceptable salts, solvates, amides, esters, ethers, chemically protected forms, and prodrugs thereof.

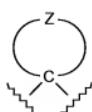
63. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)- or -C(=O)-O-.

64. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)-.

65. (Previously Presented) A compound according to claim 62, wherein J is -C(=O)-O-.

66. (Previously Presented) A compound according to claim 62, wherein J is -C(=O)-.

67. (Previously Presented) A compound according to claim 62, wherein Q¹ is independently a group of the formula:



wherein:

the ring independently has from 4 to 7 ring atoms;

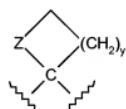
Z is independently -CH₂- or -N(R^N)- or -O-;

R^N, if present, is independently -H, C₁₋₇alkyl, C₅₋₂₀aryl-C₁₋₇alkyl, C₃₋

₂₀heterocyclyl, or C₅₋₂₀aryl; and

Q¹ is optionally further substituted.

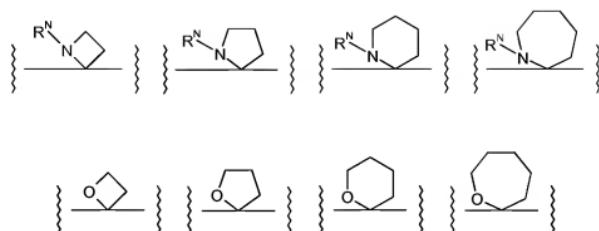
68. (Previously Presented) A compound according to claim 67, wherein Q¹ is independently a group of the formula:



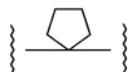
wherein y is independently 1, 2, 3, or 4.

69. (Previously Presented) A compound according to claim 68, wherein Q¹ is independently selected from:

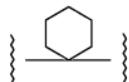




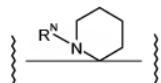
70. (Previously Presented) A compound according to claim 69, wherein Q¹ is independently:



71. (Previously Presented) A compound according to claim 69, wherein Q¹ is independently:



72. (Previously Presented) A compound according to claim 69, wherein Q¹ is independently:



73. (Previously Presented) A compound according to claim 67, wherein R^N, if present, is independently selected from: -H, -Me, -Et, -Ph, and -CH₂-Ph.

74. (Previously Presented) A compound according to claim 67, wherein R^N, if present, is independently -H.

75. (Previously Presented) A compound according to claim 62, wherein substituents on Q¹, if present, are independently selected from:

-F, -Cl, -Br, -I, -OH, -OMe, -OEt, -O(iPr), -Ph, -C(=O)Me, -NH₂, -NMe₂, -NEt₂, morpholino, -CONH₂, -CONMe₂, -NHCOMe, and =O;

and wherein, if a substituent is on an arylene group, it may additionally be selected from: -Me, -Et, -iPr, -tBu, -CF₃.

76. (Previously Presented) A compound according to claim 62, wherein Cy is independently C₃₋₂₀carbocyclyl; and is optionally substituted.

77. (Previously Presented) A compound according to claim 62, wherein Cy is independently C₃₋₂₀heterocyclyl; and is optionally substituted.

78. (Previously Presented) A compound according to claim 62, wherein Cy is independently C₅₋₂₀aryl; and is optionally substituted.

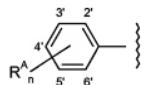
79. (Previously Presented) A compound according to claim 62, wherein Cy is independently C₅₋₂₀carboaryl or C₅₋₂₀heteroaryl; and is optionally substituted.

80. (Previously Presented) A compound according to claim 62, wherein Cy is independently C₅₋₂₀aryl derived from one of the following:

benzene, pyridine, furan, indole, pyrrole, imidazole, naphthalene, quinoline, benzimidazole, benzothiophene, fluorene, acridine, and carbazole; and is optionally substituted.

81. (Previously Presented) A compound according to claim 62, wherein Cy is independently C₅₋₂₀aryl derived from benzene and is optionally substituted.

82. (Previously Presented) A compound according to claim 62, wherein Cy is independently an optionally substituted phenyl group of the formula:



wherein n is independently an integer from 0 to 5, and

each R^A is independently a substituent.

83. (Previously Presented) A compound according to claim 82, wherein n is 0.

84. (Previously Presented) A compound according to claim 82, wherein n is 1, and the R^A group is in the 4'-position.

85. (Previously Presented) A compound according to claim 82, wherein n is 2, and one R^A group is in the 4'-position, and the other R^A group is in the 2'-position.

86. (Previously Presented) A compound according to claim 82, wherein n is 2, and one R^A group is in the 4'-position, and the other R^A group is in the 3'-position.

87. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Cy, if present, is independently selected from:

- (1) ester;
- (2) amido;
- (3) acyl;
- (4) halo;
- (5) hydroxy;
- (6) ether;
- (7) C₁₋₇alkyl; substituted C₁₋₇alkyl;
- (8) C₅₋₂₀aryl; substituted C₅₋₂₀aryl;
- (9) sulfonyl;
- (10) sulfonamido.

88. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Cy, if present, is independently selected from:

- (1) -C(=O)OR¹, wherein R¹ is independently C₁₋₇alkyl as defined in (7);
- (2) -C(=O)NR²R³, wherein each of R² and R³ is independently -H or C₁₋₇alkyl as defined in (7);
- (3) -C(=O)R⁴, wherein R⁴ is independently C₁₋₇alkyl as defined in (7) or C₅₋₂₀aryl as defined in (8);
- (4) -F, -Cl, -Br, -I;
- (5) -OH;
- (6) -OR⁵, wherein R⁵ is independently C₁₋₇alkyl as defined in (7) or C₅₋₂₀aryl as defined in (8);
- (7) C₁₋₇alkyl; substituted C₁₋₇alkyl;
halo-C₁₋₇alkyl;
amino-C₁₋₇alkyl;
carboxy-C₁₋₇alkyl;
hydroxy-C₁₋₇alkyl;
C₁₋₇alkoxy-C₁₋₇alkyl;

C₅₋₂₀aryl-C₁₋₇alkyl;

(8) C₅₋₂₀aryl; substituted C₅₋₂₀aryl;

(9) -SO₂R⁷, wherein R⁷ is independently C₁₋₇alkyl as defined in (7) or C₅₋₂₀aryl as defined in (8);

(10) -SO₂NR⁸R⁹, wherein each of R⁸ and R⁹ is independently -H or C₁₋₇alkyl as defined in (7).

89. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Cy, if present, is independently selected from:

(1) -C(=O)OMe, -C(=O)OEt, -C(=O)O(Pr), -C(=O)O(iPr), -C(=O)O(nBu), -C(=O)O(sBu), -C(=O)O(iBu), -C(=O)O(tBu), -C(=O)O(nPe);

-C(=O)OCH₂CH₂OH, -C(=O)OCH₂CH₂OMe, -C(=O)OCH₂CH₂OEt;

(2) -(C=O)NH₂, -(C=O)NMe₂, -(C=O)NEt₂, -(C=O)N(iPr)₂, -(C=O)N(CH₂CH₂OH)₂;

(3) -(C=O)Me, -(C=O)Et, -(C=O)-cHex, -(C=O)Ph;

(4) -F, -Cl, -Br, -I;

(5) -OH;

(6) -OMe, -OEt, -O(iPr), -O(tBu), -OPh;

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-OCF₃, -OCH₂CF₃;

-OCH₂CH₂OH, -OCH₂CH₂OMe, -OCH₂CH₂OEt;

-OCH₂CH₂NH₂, -OCH₂CH₂NMe₂, -OCH₂CH₂N(iPr)₂;

-OPh, -OPh-Me, -OPh-OH, -OPh-OMe, O-Ph-F, -OPh-Cl, -OPh-Br, -OPh-

l;

(7) -Me, -Et, -nPr, -iPr, -nBu, -iBu, -sBu, -tBu, -nPe;

-CF₃, -CH₂CF₃;

-CH₂CH₂OH, -CH₂CH₂OMe, -CH₂CH₂OEt;

-CH₂CH₂NH₂, -CH₂CH₂NMe₂, -CH₂CH₂N(iPr)₂;

-CH₂-Ph;

(8) -Ph, -Ph-Me, -Ph-OH, -Ph-OMe, -Ph-F, -Ph-Cl, -Ph-Br, -Ph-l;

(9) -SO₂Me, -SO₂Et, -SO₂Ph;

(10) -SO₂NH₂, -SO₂NMe₂, -SO₂NEt₂.

90. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Cy, if present, is independently selected from:

-C(=O)OMe, -OMe, -C(=O)Me, -SO₂Me, -SO₂NMe₂, -C(=O)NH₂, -OCF₃, and -CH₂CH₂OH.

91. (Previously Presented) A compound according to claim 62, wherein the acid leader group, Q², is independently:

C₅₋₂₀arylene;

and is optionally substituted.

92. (Previously Presented) A compound according to claim 62, wherein Q² is independently C₅₋₆arylene; and is optionally substituted.

93. (Previously Presented) A compound according to claim 62, wherein Q² is independently phenylene; and is optionally substituted.

94. (Previously Presented) A compound according to claim 93, wherein the phenylene linkage is meta or para.

95. (Previously Presented) A compound according to claim 93, wherein the phenylene linkage is meta.

96. (Previously Presented) A compound according to claim 93, wherein the phenylene linkage is para.

97. (Previously Presented) A compound according to claim 91, wherein Q² is independently unsubstituted.

98. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)- or -C(=O)-O- and the acid leader group, Q², is independently:

C₁₋₈alkylene;

and is optionally substituted.

99. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)- or -C(=O)-O- and Q² is independently:

(a) a saturated C₁₋₇alkylene group; or:

(b) a partially unsaturated C₂₋₇alkylene group; or:

(c) an aliphatic C₁₋₇alkylene group; or:

(d) a linear C₁₋₇alkylene group; or:

(e) a branched C₂₋₇alkylene group; or:

(f) a saturated aliphatic C₁₋₇alkylene group; or:

(g) a saturated linear C₁₋₇alkylene group; or:

(h) a saturated branched C₂₋₇alkylene group; or:

(i) a partially unsaturated aliphatic C₂₋₇alkylene group; or:

(j) a partially unsaturated linear C₂₋₇alkylene group; or:

(k) a partially unsaturated branched C₂₋₇alkylene group;

and is optionally substituted.

100. (Previously Presented) A compound according to claim 62, wherein J is -O-C(=O)- or -C(=O)-O- and Q² is independently selected from:

-(CH₂)₅-; -(CH₂)₆-; -(CH₂)₇-; and -(CH₂)₈-.

101. (Previously Presented) A compound according to claim 62, wherein Q² is independently:

C₅₋₂₀arylene-C₁₋₇alkylene;

C₁₋₇alkylene-C₅₋₂₀arylene; or,

C₁₋₇alkylene-C₅₋₂₀arylene-C₁₋₇alkylene;

and is optionally substituted.

102. (Previously Presented) A compound according to claim 62, wherein Q² is independently:

C₅₋₆arylene-C₁₋₇alkylene;

C₁₋₇alkylene-C₅₋₆arylene; or,

C₁₋₇alkylene-C₅₋₆arylene-C₁₋₇alkylene;

and is optionally substituted.

103. (Previously Presented) A compound according to any claim 62, wherein Q² is independently:

phenylene-C₁₋₇alkylene;

C₁₋₇alkylene-phenylene; or,

C₁₋₇alkylene-phenylene-C₁₋₇alkylene;

and is optionally substituted.

104. (Previously Presented) A compound according to claim 62, wherein Q² independently has a backbone of from 5 to 6 atoms.

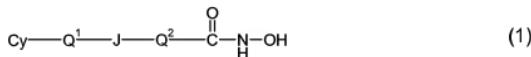
105. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Q², if present, is independently selected from:

halo, hydroxy, ether, C₁₋₇alkoxy, C₅₋₂₀aryl, acyl, amino, amido, acylamido, nitro, and oxo; and wherein, if a substituent is on an arylene group, it may additionally be selected from: C₁₋₇alkyl and substituted C₁₋₇alkyl.

106. (Previously Presented) A compound according to claim 62, wherein each of the substituents on Q², if present, is independently selected from:

-F, -Cl, -Br, -I, -OH, -OMe, -OEt, -O(iPr), -Ph, -C(=O)Me, -NH₂, -NMe₂, -NEt₂, morpholino, -CONH₂, -CONMe₂, -NHCOMe, -NO₂, and =O; and wherein, if a substituent is on an arylene group, it may additionally be selected from: -Me, -Et, -iPr, -tBu, -CF₃.

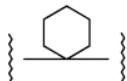
107. (Previously Presented) A compound of the formula:



wherein:

J is independently: -C(=O)-O-;

Q¹ is independently:



Q² is phenylene, and is optionally substituted;

Cy is phenyl, and is optionally substituted;

and pharmaceutically acceptable salts, solvates, amides, esters, ethers, chemically protected forms, and prodrugs thereof.

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108. (Previously Presented) A compound selected from the following compounds, and pharmaceutically acceptable salts, solvates, amides, esters, ethers, chemically protected forms, and prodrugs thereof:

1		PX118478
2		PX118479
3		PX118480

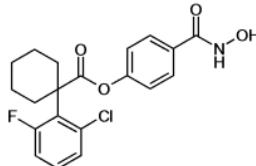
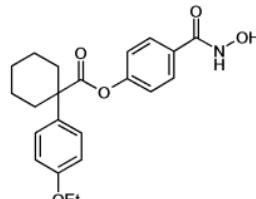
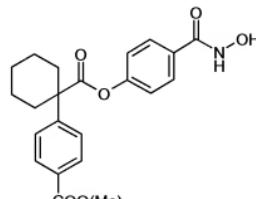
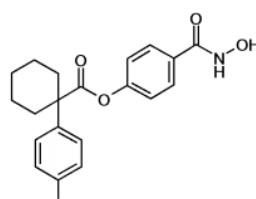
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4		PX119101
5		PX118925
6		PX118926
7		PX118959

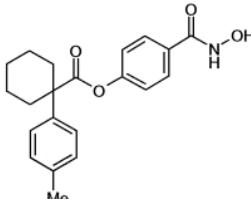
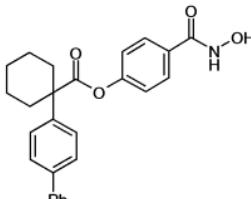
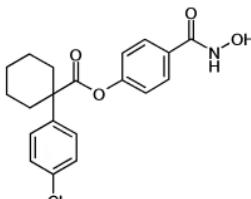
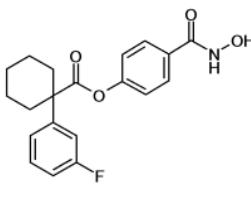
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8		PX118966
9		PX119058
10		PX119059
11		PX119061

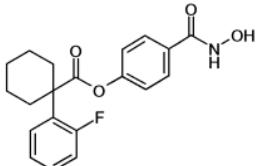
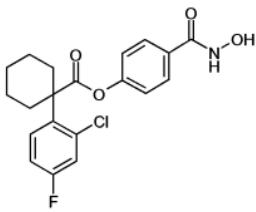
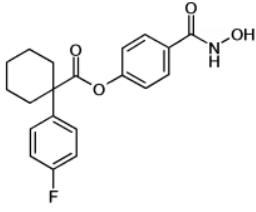
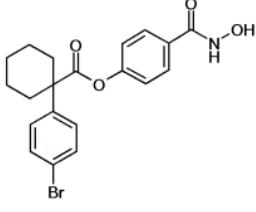
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12		PX119062
13		PX119064
14		PX119065
15		PX119084

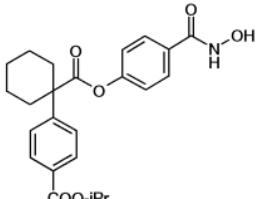
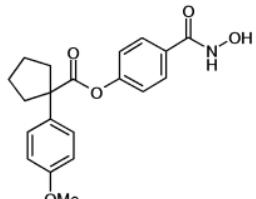
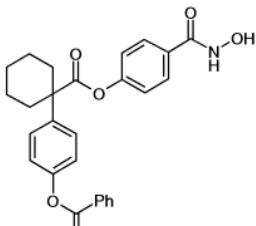
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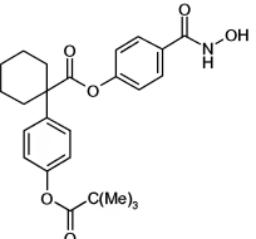
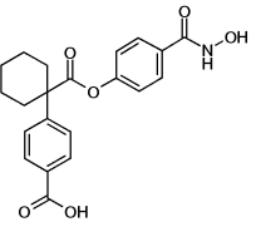
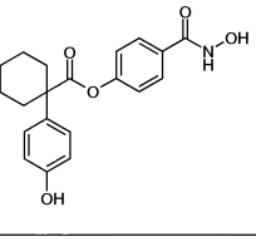
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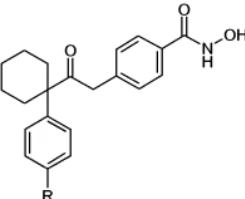
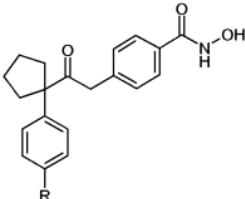
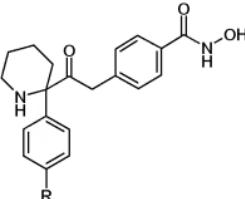
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16		PX119100
17		PX119063
18		PX119085

19		PX119086
20		PX119102
21		PX119103

22		
23		
24		

109. (Previously Presented) A composition comprising a compound according to claim 62 and a pharmaceutically acceptable carrier.

110. (Previously Presented) A method of inhibiting HDAC in a cell comprising contacting said cell with an effective amount of a compound according to claim 62.

Claims 111-114. (Canceled)

115. (new) A method of inhibiting HDAC in a subject comprising administering to a subject an effective amount of a compound according to claim 62.

116. (new) A method of inhibiting HDAC in a subject comprising administering to a subject suffering from a proliferative condition an effective amount of a compound according to claim 62, wherein the proliferative condition is selected from:

cancer;

psoriasis;

a fibroproliferative disorder; liver fibrosis;

smooth muscle proliferative disorder; atherosclerosis; restenosis;

a neurodegenerative disease; Alzheimer's; Parkinson's; Huntington's chorea; amyotrophic lateral sclerosis; spino-cerebellar degeneration;

an inflammatory disease; osteoarthritis; rheumatoid arthritis;

a disease involving angiogenesis; rheumatoid arthritis; diabetic retinopathy;

a haematopoietic disorder; anaemia; sickle cell anaemia; thalassaeimia;

a fungal infection;

a parasitic infection; malaria; trypanosomiasis; helminthiasis; a protozoal infection;

a bacterial infection;

a viral infection;

a condition treatable by immune modulation; multiple sclerosis; autoimmune diabetes; lupus; atopic dermatitis; an allergy; asthma; allergic rhinitis; and inflammatory bowel disease.

117. (new) A method of inhibiting HDAC in a subject comprising administering to a subject suffering from cancer an effective amount of a compound according to claim 62.

118. (new) A method of inhibiting HDAC in a subject comprising administering to a subject suffering from psoriasis an effective amount of a compound according to claim 62.